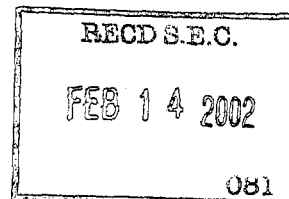


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Cert Nys



February 14, 2002

Ms. Krista M. Hughes
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Nortel Networks Corporation, 4.25% Convertible Senior Notes Due 2008, Guarantee of Nortel Networks Limited of 4.25% Convertible Senior Notes due 2008 and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on February 14, 2002. Tentative listing date - February 15, 2002.

Sincerely,

Barat eladho



PROCESSED

FEB 27 2002

P THOMSON
FINANCIAL